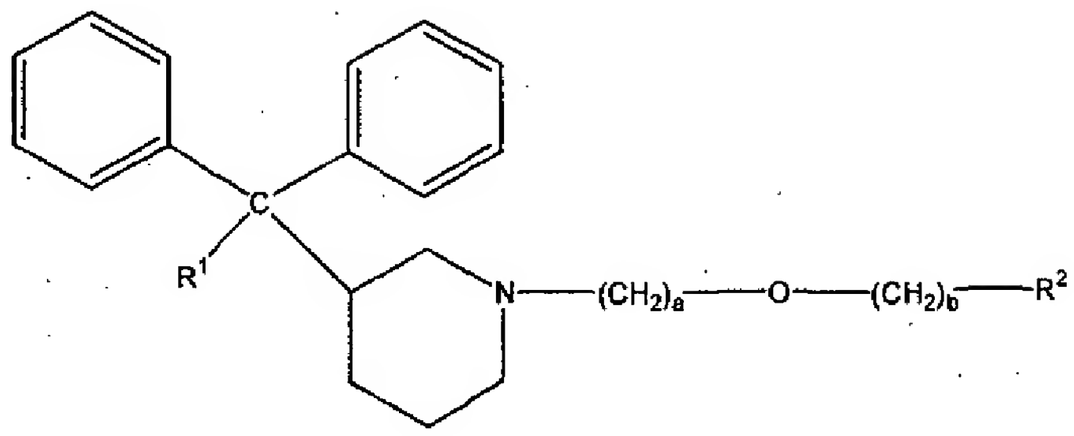
We claim:

1. A compound of Formula I:

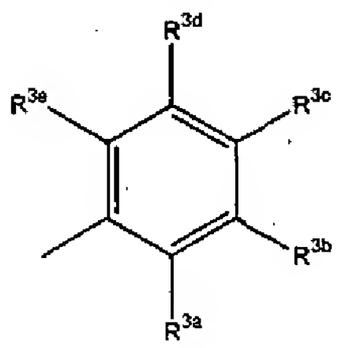


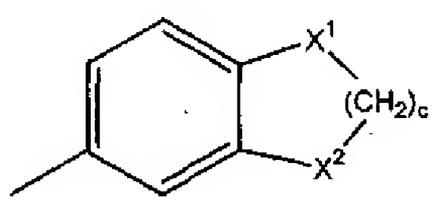
I

wherein:

R^1 is –CN or $–CONR^4R^5$;

R^2 is C_1-C_4 alkyl, C_3-C_6 cycloalkyl, C_3-C_6 heterocycloalkyl, C_6-C_{14} aryl, or a group of the formula:





or Het;

R^{3a}, R^{3b}, R^{3c}, R^{3d} and R^{3e} are each independently H, C_1-C_4 alkyl, C_1-C_4 alkoxy, $–(CH_2)_dOH$, halo, trifluoromethyl, cyano, $–(CH_2)_dNR^6R^7$, $–CO(C_1$-C_4 alkyl), $–OCO(C_1$-C_4 alkyl), $–CH(OH)(C_1$-C_4 alkyl), $–C(OH)(C_1$-C_4 alkyl$)_2$, $–SO_2NH_2$, $–(CH_2)_dCONR^8R^9$ or $–(CH_2)_dCOO(C_1$-C_4 alkyl);

R^4, R^5, R^6, R^7, R^8 and R^9 are each independently H or C_1-C_4 alkyl;

Het is pyridyl, pyrazinyl or thienyl;

a is 1, 2, 3 or 4;

b is 1, 2 or 3;

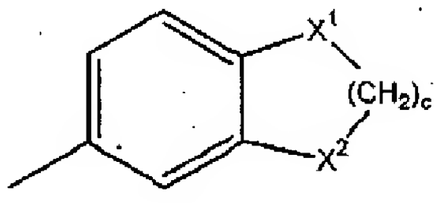
c is 1, 2 or 3;

d is 0, 1 or 2; and

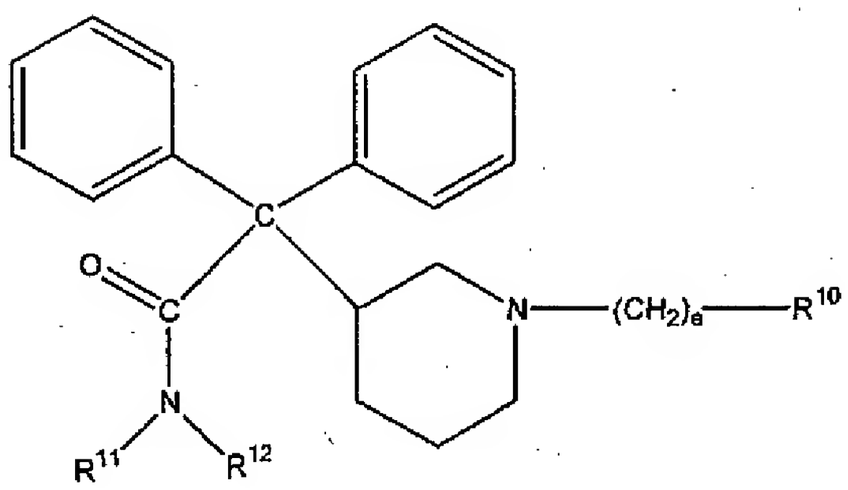
X^1 and X^2 are each independently CH_2 or O;

or a pharmaceutically acceptable salt or solvate thereof.

2. A compound according to claim 1 wherein:

R^2 is  or Het.

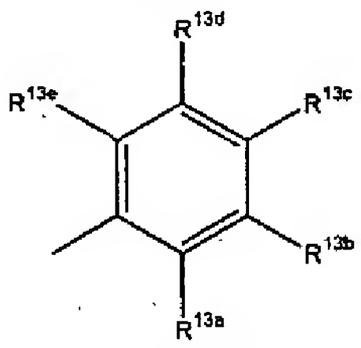
3. A compound of Formula II:

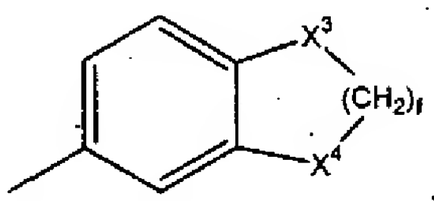


II

wherein:

R^{10} is a group of the formula:





or Het;

R^{11} and R^{12} are each independently H or C_1-C_4 alkyl, with the proviso that R^{11} and R^{12} are not both H;

R^{13a}, R^{13b}, R^{13c}, R^{13d}, and R^{13e} are each independently H, C_1-C_4 alkyl, C_1-C_4 alkoxy, $-(CH_2)_gOH$, halo, trifluoromethyl, cyano, $-(CH_2)_gNR^{14}R^{15}$, $-CO(C_1$-C_4 alkyl), $-OCO(C_1$-C_4 alkyl), $-CH(OH)(C_1$-C_4 alkyl), $-C(OH)(C_1$-C_4 alkyl$)_2$, $-SO_2NH_2$, $-(CH_2)_gCONR^{16}R^{17}$ or $-(CH_2)_gCOO(C_1$-C_4 alkyl);

R^{14}, R^{15}, R^{16} and R^{17} are each independently H or C_1-C_4 alkyl;

Het is pyridyl, pyrazinyl or thienyl;

e is 1, 2 or 3;

f is 1, 2 or 3;

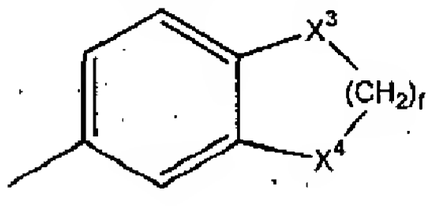
g is 0, 1 or 2; and

X^3 and X^4 are each independently CH_2 or O;

or a pharmaceutically acceptable salt or solvate thereof.

4. A compound according to claim 3 wherein:

R^{10} is a group of the formula:

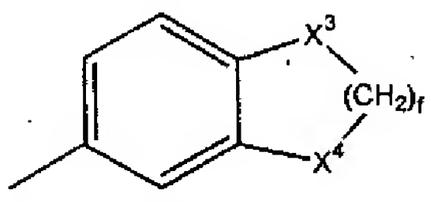


X^3 is O; and

X^4 is CH_2.

5. A compound according to claim 3 wherein:

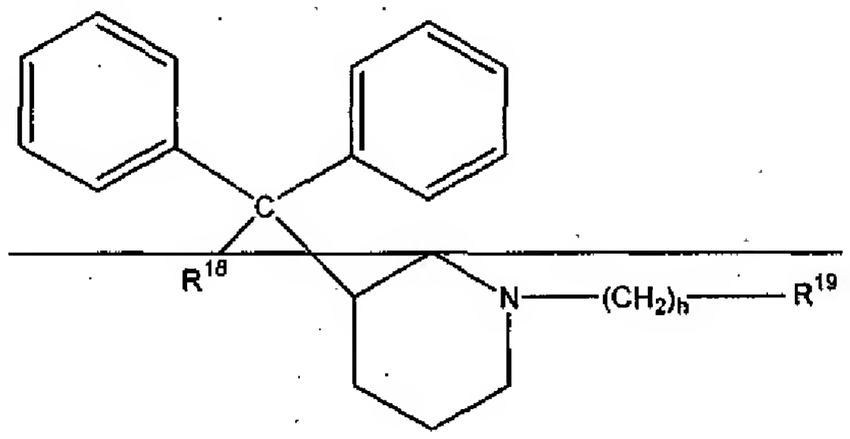
R^{10} is a group of the formula:



X^3 is CH_2; and

X^4 is O.

~~6. A compound of Formula III:~~



III

~~wherein:~~

~~R^{18} is –CN or –CONR^{20}R^{21};~~

~~R^{19} is C_3-C_6 cycloalkyl, C_3-C_6 heterocycloalkyl or (C_6-C_{14} aryl)-(C_4-C_4 alkyl)$_v$;~~

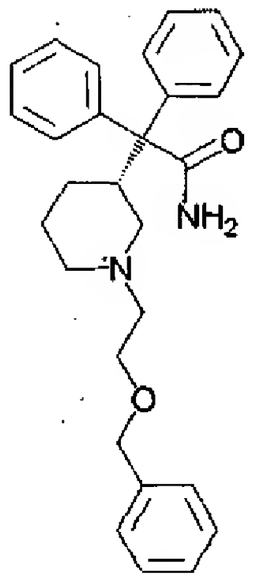
~~R^{20} and R^{21} are each independently H or C_4-C_4 alkyl;~~

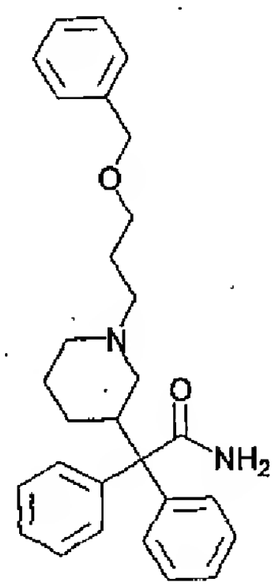
~~h is 1, 2, 3 or 4; and~~

~~v is 0, 1 or 2;~~

~~or a pharmaceutically acceptable salt or solvate thereof.~~

7. A compound selected from:





and